

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

FILED
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2003 DEC 15 P 4: 39

U.S. DISTRICT COURT
DISTRICT OF MASS.
C.A. # 03-12374 DPW

FIRST UNION RAIL)
CORPORATION)
Plaintiff,)
)
v.)
)
MAINE CENTRAL RAILROAD)
COMPANY,)
)
BOSTON AND MAINE)
CORPORATION,)
)
PORTLAND TERMINAL)
COMPANY)
)
and)
)
SPRINGFIELD TERMINAL)
RAILWAY COMPANY,)
Defendants)

Answer

For their Answer to the claims of the Plaintiff, First Union Rail Corporation, now come the Maine Central Railroad Company, Boston and Maine Corporation, Portland Terminal Company and Springfield Terminal Railway Company, collectively, the Defendants, and respond as follows:

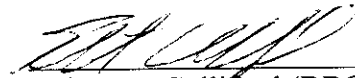
- 1) The allegation set forth in the paragraph is a legal conclusion which the Defendants can neither admit nor deny.
- 2) The Defendants are without knowledge or information sufficient to admit or deny the allegations contained in this paragraph.
- 3) The Defendants admit the allegations contained in this paragraph.
- 4) The Defendants admit the allegations contained in this paragraph.

- 5) The Defendants admit the allegations contained in this paragraph.
- 6) They admit the allegations contained in this paragraph.
- 7) The Defendants deny the allegations contained in this paragraph.
- 8) This allegation contained in this paragraph is a legal conclusion which the Defendants can neither admit nor deny.
- 9) The Defendants deny the allegations contained in this paragraph.
- 10) The Defendants deny the allegations contained in this paragraph.
- 11) The Defendants deny the allegations contained in this paragraph.
- 12) The Defendants deny the allegations contained in this paragraph.
- 13) The Defendants incorporate their answers to paragraphs one through ten as their answers to this paragraph.
- 14) The Defendants deny the allegations contained in this paragraph.
- 15) The Defendants deny the allegations contained in this paragraph.
- 16) The allegations contained in this paragraph are legal conclusions which the Defendants can neither admit nor deny.
- 17) The allegation contained in this paragraph is a legal conclusion which the Defendants can neither admit nor deny.

Affirmative Defenses

- 1) The plaintiff's allegations fail to state a claim upon which relief may be granted.
- 2) The plaintiff's claims are preempted by 49 U.S.C. §10501(b)(1).
- 3) Portions of the plaintiff's claims are barred by the applicable statute of limitations.
- 2) Portions of the plaintiff's claims are barred by payment.

Respectfully Submitted,



Robert B. Culliford (BBO #638468)

Iron Horse Park

North Billerica MA 01862

Tel. 978-663-1029

Counsel for Defendants

Maine Central Railroad Co.

Boston and Maine Corporation

Portland Terminal Railway Co.

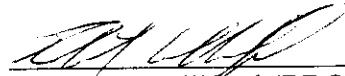
Springfield Terminal Railway Co.

Dated: December 15, 2003

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served on the attorney of record for each other party by mail on December 15, 2003.

Respectfully Submitted,



Robert B. Culliford (BBO #638468)

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North Billerica MA 01862

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Counsel for Defendants

Maine Central Railroad Co.

Boston and Maine Corporation

Portland Terminal Railway Co.

Springfield Terminal Railway Co.